

RECORDATION NO 9237-G FILED 1991

1-203A068

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

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\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

RECORDATION NO 9237-H FILED 1991

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

July 22, 1991

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO 9237-I FILED 1991

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INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) an Assignment of Lease dated May 22, 1991 from The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; 2) an Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and 3) an Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of November 15, 1977 between Louisville and Nashville Railroad Company, Lessee, and The Connecticut Bank and Trust Company, as Trustee, Lessor, which was recorded on February 14, 1978 under Recordation Number 9237-B.

The names and addresses of the parties to the enclosed documents are set forth in Exhibit A attached hereto and made a part hereof.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

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9237-H

RECEIVED  
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FEDERAL  
RECORDING UNIT

Counter Parts CT Kappler



Mr. Sidney L. Strickland, Jr.  
July 22, 1991  
Page Two

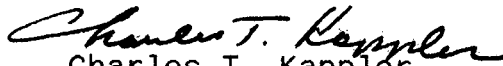
Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents is:

Assignment of Lease dated May 22, 1991 between The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, covering 14 General Electric model B-23-7 locomotives bearing CSXT 3115-3128, formerly SBD 3115-3129 (excluding SBD 3123) and originally LN 5115-5129 (excluding LN 5123).

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures



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INTERSTATE COMMERCE COMMISSION

~~EXHIBIT E~~

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BANKERS TRUST COMPANY, a New York corporation (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment Agreement (the "Lease") dated as of November 15, 1977, between The Connecticut Bank and Trust Company, as lessor ("Owner Trustee"), and Louisville and Nashville Railroad Company, a Kentucky corporation, as lessee, which has been transferred by the Owner Trustee to the Assignor.

Assignor hereby represents and warrants that Schedule A hereto is a true and correct list of the road numbers which have been assigned to all of the Equipment covered under the Lease.

Except as otherwise specifically set forth herein or in the Purchase Agreement of even date herewith between Assignor and Assignee, the assignment set forth herein is made without recourse, warranty or representation of any kind or type whatsoever.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below, and the undersigned signatory hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

Bankers Trust Company

By: *Al Hannon*  
Title: Vice President  
Executed on May 23 1991.

Accepted this 22 day of May, 1991:

Residual Based Finance Corporation

By: *[Signature]*  
Title: President  
Executed on May 22, 1991.



CORPORATE FORM OF ACKNOWLEDGEMENT

State of NEW YORK )  
County of NEW YORK ) ss:

On this 22 day of MAY, 1991, before me, personally appeared A. MARTIN CANN, to me personally known, who being by me duly sworn, says that (s)he is the V.P. of BANKERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

  
Signature of Notary Public

My commission expires 12-31-91

TINA C. SPAR  
NOTARY PUBLIC, State of New York  
No. 4830119  
Qualified in Kings County  
Certificate Filed in New York County  
August 21, 1991